Exhibit 2

The Plan Proponents' Recovery Analysis for the Consolidated Debtors

General Assumptions

The Plan Proponents' Recovery Analysis is based upon the Debtors' Recovery Analysis contained in the Debtors' First Amended Joint Chapter 11 Plan and has been adjusted to conform with the terms of the Plan Proponents' proposed Plan. The information contained in this Recovery Analysis is presented on a Consolidated-Debtor basis and recoveries include estimated recoveries from non-Debtor Affiliates by way of payment on Intercompany Claims or equity distributions. In addition, Intercompany Claims between the Debtors and non-Debtor Affiliates are treated in accordance with the terms of the Plan.

The Debtors have reported that the Debtors' Recovery Analysis is based on estimates derived from sources available to the Debtors and the financial activity of the Debtors and their Affiliates as of June 30, 2010, including certain pro forma adjustments for material subsequent events, as described herein. The recoveries for each Debtor are based on expected undiscounted cash flows, from assets managed in an orderly wind down and/or sale over the period from June 30, 2010 through December 31, 2014, (the "Forecast Period"). For unliquidated assets at the end of the expected recovery period, the Debtors have estimated the assets' market value at that time.

The Debtors have reported that certain significant events that occurred subsequent to June 30, 2010, including (i) the Banks Settlements with Aurora Bank and Woodlands, (ii) certain transactions that are expected to occur, including a potential acquisition of certain securitization instruments from Bankhaus, and (iii) estimated recoveries on collateral received as a result of the CDA with JPMorgan (the Debtors continue to review the assets received as to those for which market values are not readily available), have been recognized in the Recovery Analysis. These adjustments are based on available information at the time of the preparation of this analysis.

The Debtors Recovery Analysis amounts differ from the presentation of assets in the Balance Sheets disclosed by the Debtors' MORs, where assets are generally presented on a discounted cash flow basis. A description of the manner in which assets are presented in the MORs is included in each MOR and the notes thereto.

In preparing the Debtors' Recovery Analysis, the Debtors purport to have made various estimates and assumptions based on available information, which estimates and assumptions are incorporated herein. Therefore, actual results may differ from estimated recoveries and could have a material effect on the estimated recovery percentages. As more information becomes available to the Debtors, including the outcome of various negotiations and litigation, it is expected that estimates included in the Recovery Analysis will change, potentially in a material respect.

The Debtors have previously categorized their assets into various classes for balance sheet reporting. Below is a short description of these categories and the treatment accorded to them by

the Debtors as reported by the Debtors in the Debtors' Recovery Analysis. All descriptions should be read in conjunction with the notes provided in the MORs.

Cash and Investments

Cash and investments include demand deposits, interest-bearing deposits with banks, U.S. government obligations, U.S. government guaranteed securities with maturities through December 31, 2012, and U.S. and foreign money market funds.

At June 30, 2010, the Debtors (together with all Debtor-Controlled Entities) had approximately $17.4 billion in unrestricted Cash and investments, adjusted for the allocation of restricted Cash related to certain securitizations that is anticipated to be recovered by certain Debtors.

Cash and Investments Pledged or Restricted

Cash and investments pledged or restricted includes Cash and investments pledged on or prior to September 15, 2008 by the Debtors in connection with certain documents executed by the Debtors and various financial institutions, and collections on assets that secure various borrowing arrangements.

Cash and investments pledged or restricted includes: (i) Cash collected on derivatives trades which collateralize notes, (ii) Cash collected by the Debtors on assets in which other parties (including other Debtors) have a secured interest, (iii) pre-petition balances on administrative hold by certain financial institutions, (iv) Cash remitted to LBHI related to securities transferred to LBHI under the JPM CDA, and (v) misdirected Cash received from third parties and other miscellaneous items. The Debtors (together with all Debtor-Controlled Entities) had approximately $3.6 billion in Cash and investments pledged or restricted at June 30, 2010, adjusted for the allocation of restricted Cash expected to be recovered by certain Debtors related to certain securitizations.

Cash Seized

As more fully discussed in section IV.H – "Adversary Proceedings" – of the Debtors' Disclosure Statement, on November 16, 2010 the Bankruptcy Court issued a decision granting summary judgment to LBHI and LBSF with respect to litigation regarding Bank of America's application of approximately $500 million of LBHI's funds to offset its Derivative Claims against the Debtors. Bank of America has stated its intention to appeal the Bankruptcy Court's summary judgment decision. Therefore, such amount (and interest thereon) is not taken into account in the Debtors' Recovery Analysis.

Financial Instruments and Other Inventory Positions

Certain Debtors and their Affiliates are parties to repurchase agreements and transactions with third parties. In certain cases, following a default by a Debtor of its obligation to repurchase

the subject securities, the third party seized the subject securities to offset its receivable from a Debtor.

Prior to the Commencement Date, LCPI also entered into repurchase agreements with other Debtors and Debtor-Controlled Entities. The appropriate accounting and legal treatment for a default on an intercompany repurchase agreement has been reviewed by the Debtors and their advisors. Based on this review, the Debtors have concluded that LCPI is likely entitled to certain of the assets and any cash collections in respect of such assets since the date of default. The Debtors' Recovery Analysis accounts for these assets and cash collections accordingly. A detailed description of the internal repurchase agreements and related Claims is set forth in section IX – "Treatment of Internal Repurchase Agreements" – of the Debtors' Disclosure Statement.

Financial instruments include notes and equity interests (collectively, the "Securitization Instruments") held by certain Debtors issued by securitization structures collateralized by assets (principally corporate and real estate loans) managed by certain Debtors on the Commencement Date. Recoveries on the Securitization Instruments are based on the undiscounted expected cash flows of the underlying collateral as of June 30, 2010. The Securitization Instruments are included in the Recovery Analysis as assets of the legal entities that the Debtors expect will receive the ultimate economic interest from such instruments. A description of the various Securitization Instruments in which the Debtors have an interest is set forth in section IV.G – "Securitization Structures" – of the Debtors' Disclosure Statement.

Other Disclosures

The Debtors' Recovery Analysis does not account for any recovery in the various litigation claims that the Debtors have asserted, or may assert in the future, the impact of which on the Debtors' assets cannot be determined at this time.

Lehman ALI has recorded the value of the PIK Note issued to LBI at zero dollars. (See section IV.C—"Lehman Brothers Inc.'s SIPA Proceeding; Lehman ALI" of the Debtors' Disclosure Statement for further information regarding the PIK Notes).

The Debtors' Recovery Analysis assumes that certain tax structures related to intercompany transactions among LBHI, Bamburg Investments (UK) Ltd., Kenilworth Investments 2 Ltd., and Alnwick Investments (UK) Ltd, and others, have been fully unwound, as approved by the Bankruptcy Court.

Assumptions With Respect To Assets

Assumptions With Respect To Derivative Contracts

The Debtors' estimated recovery amounts with respect to Derivative Contracts are determined using various internal models, data sources, and certain assumptions regarding contract provisions. The Derivative Contract recoveries include proceeds in which certain third parties may have a security interest. The Cash recovered from such assets is treated as

encumbered by such security interests. The Debtors expect to adjust the proceeds recorded for their Derivative Contracts as they obtain additional information concerning security interests in such proceeds. Such adjustments may be material.

Certain of the Debtors have entered into transactions to hedge their postpetition exposure to certain outstanding Derivative Contracts and other assets, and protect their value.

Through June 30, 2010, the Debtors have collected cumulative Cash of $10.7 billion, net of collections on certain Derivative Contracts which collateralize certain notes. The Debtors estimate that they will collect, in the aggregate, an additional $6.0 billion of gross cash flows, including recovery of Cash posted as collateral for hedging ($5.9 billion, net of non-operating expenses) in respect of Derivative Contracts subsequent to June 30, 2010.

Assumptions With Respect to Real Estate Assets

Real Estate Assets include residential and commercial loans, residential and commercial real estate owned properties, joint venture equity interests in commercial properties, and other real estate related investments. Recoveries in respect of Real Estate Assets reflect estimates of future undiscounted cash flows over the Forecast Period plus a terminal value equal to the estimated sale value at the end of 2014. Estimated cash flows are consistent with the Debtors' strategy of actively managing core positions as general market conditions normalize, although receipts from certain opportunistic sales have been included. Any non-operating disbursements have been included in the Debtors' Recovery Analysis.

The Debtors estimate that they (together with all Debtor-Controlled Entities) will collect $12.1 billion in gross cash flows from Real Estate Assets ($11.1 billion, net of non-operating disbursements).

Assumptions With Respect to Loans

The Debtors' estimated receipts from loans are presented on an undiscounted cash flow basis with termination values equal to the estimated sale proceeds at December 31, 2014.

The Debtors' estimates of cash receipts include (i) principal, interest, and fee collections, (ii) full repayment of funded amounts at maturity for performing loans that mature prior to the end of 2014, (iii) an assumption that a subset of the loans will be restructured or refinanced in 2011 and 2012, (iv) discretionary sales of loans that mature after the end of 2014 during the Forecast Period, (v) sale of the Asian loan portfolios by December 31, 2012, and (vi) sales of remaining non-performing loans at December 31, 2014.

Interest receipts on loans are calculated based on a 3-month LIBOR rate of 0.41125% plus the applicable interest rate spread for each loan. The Debtors expect to enter into transactions to restructure nonperforming loans and continue terminating their unfunded commitments. The Debtors estimate that they (together with all Debtor-Controlled Entities) will recover $5.0 billion in respect of Loans.

Assumptions With Respect to Private Equity/Principal Investments

Private Equity/Principal Investments include equity and fixed-income direct investments in corporations, and general partner and limited partner interests in asset managers (including private equity) and in related funds.

The Debtors project that they (together with all Debtor-Controlled Entities) will recover $11.3 billion of gross cash flows ($10.9 billion, net of nonoperating disbursements), from investments in private equity, inclusive of LBHI's interest in Neuberger Berman Group, for which the estimated recovery is described below. Required capital calls from other private equity investments are included in the non-operating disbursements in the Debtors' budgets.

As of September 30, 2010, LBHI owned 93% of the Preferred Units and 48% of the aggregate common equity interests of Neuberger Berman Group. LBHI estimates its recovery on its preferred and common equity interests will be between $1.25 billion and $2 billion.

As disclosed in section IV.F.—"Private Equity/Principal Investments" of of the Debtors' Disclosure Statement, certain subsidiaries of LBHI are not in possession or do not have complete control of certain Private Equity/Principal Investment assets amounting to approximately $335 million in forecasted cash flows included in the Recovery Analysis, where the subsidiary is the holder of record of such asset, but the asset is held within an account controlled by an affiliated broker-dealer.

Assumptions With Respect to The Banks

LBHI estimates that there will be a recovery of between $1 to 2 billion from the disposition of its interests in Aurora Bank and Woodlands pursuant to the Banks Settlements approved by the Bankruptcy Court in November 2010. LBHI and certain other Debtors contributed approximately $600 million in Cash to the Banks in November 2010 in connection with those transactions. Such amount is reflected as an Administrative Expense in the Recovery Analysis. In addition, the Banks Settlements also provided for LBHI to actively work toward the disposition of its interests in the Banks over a 1-2 year period.

Assumptions With Respect to Prepetition Intercompany Receivables

For the purpose of determining recoveries, the Debtors' Plan assumes that all Affiliates recognize pre-petition balances as a basis for determining the amount of Debtors' and Debtor-Controlled Entities' claims against such Affiliates. Exhibit 8 of the Debtors' Plan sets forth the material intercompany balances as of June 30, 2010. For purposes of the Debtors' Recovery Analysis, these balances have been adjusted by the Debtors in connection with their continued review of intercompany balances, as well as to the effects of certain Plan provisions. Balances included in the Debtors' Recovery Analysis have been netted to reflect the set-off of mutual debts (i.e., pre-petition debts against pre-petition debts), including the set-off of Affiliate Guarantee Claims against LBHI's intercompany receivables. Intercompany receivables include Derivative Contracts recorded at fair value in the Debtors' records as of September 14, 2008 or the applicable termination date, and intercompany receivables derived from financings which are

reflected net of Cash and securities collateral and normal course intercompany funding. The Debtors' Recovery Analysis includes an estimate of $4 billion as a recovery on net intercompany receivables from Non-Controlled Affiliates. Such amount is an estimate and the actual result could vary materially.

The Debtors' Recovery Analysis reflects the implementation by LBHI of the CDA entered into with JPMorgan. In exchange for authorizing the application of Cash and investments previously pledged to JPMorgan (and an additional Cash payment) as part of a provisional settlement for all known JPMorgan Claims, LBHI was subrogated to JPMorgan's claims against LBHI's Affiliates and recorded a receivable from LBHI's Affiliates of approximately $9.4 billion (the "Subrogated Receivables"). LBHI also received securities from JPMorgan that had been provided to JPMorgan by various of LBHI's Affiliates to secure their obligations to JPMorgan.

The largest three components of the Subrogated Receivables recorded by LBHI are receivables from the following entities:

LBI $ 6.6 billion

LBSF $ 1.8 billion

LBIE $ 0.5 billion

LBHI continues to review the collateral received, which consists primarily of illiquid assets. An initial estimated recovery of $4 - 5 billion has been made, which has been applied against the Subrogated Receivables. As many of the securities returned have not been evaluated, the actual results could vary materially.

For the purposes of the Debtors' Plan and the Recovery Analysis, a claim by LBHI against another Debtor for a Subrogated Receivable is included in the Class of Intercompany Claims against such Debtor. For example, JPMorgan's Claim against LBSF in the amount of $1.8 billion, which Claim was subrogated to LBHI, has been categorized with Intercompany Claims against LBSF. However, because it was acquired from JPMorgan after the applicable Commencement Dates, it is not subject to set off. LBSF and other Debtors in similar circumstances may be able to mitigate these liabilities, which could have a material impact on recoveries at these Debtors.

Assumptions With Respect to Claims

The Debtors' Recovery Analysis takes into account all provisions of the Debtors' Plan when calculating the recoveries and Plan Adjustment Percentages for each Class, including, without limitation, reallocation of portions of Distributions from certain Classes to other Classes, reduction in the Distribution LBHI will receive in respect of its Intercompany Claims against Subsidiary Debtors, modification of Claims amounts of Derivative Claims and Claims based on Structured Securities (as defined in Exhibit 11 of the Debtors' Disclosure Statement), and other settlements and compromises included in the Plan. See section XI.2—"Mechanisms to Resolve

the Plan Issues" of the Debtors' Disclosure Statement for further description of the Plan provisions affecting Claims and Distributions. In addition, the Debtors' Recovery Analysis includes Claims at amounts that the Debtors believe will be the Allowed amount of such Claims.

Administrative Expenses

The Debtors have engaged in Cash transfers and transactions following the applicable Commencement Date. In respect of such transfers to a Debtor, the transferor entity is entitled to Administrative Expense Claim. Post petition expenses for all Debtors will generate an allowed administrative expense claim. An estimate of these claims has been incorporated in the Debtors' Recovery Analysis.

Compensation and Reimbursement Claims

The Debtors' Recovery Analysis includes unpaid expenses relating to the compensation of professionals and reimbursement of expenses incurred by such professionals for amounts through June 30, 2010, as well as estimates through the end of the Forecast Period.

Priority Tax Claims

The Debtors' Recovery Analysis includes an estimate of approximately $2 billion for all Priority Tax Claims against the Debtors ($1.5 billion) and Debtor-Controlled Entities ($500 million). A preliminary allocation of this amount to Debtors and non-Debtor Affiliates has been made but is subject to continuing review and may be changed in the future. For additional information regarding Priority Tax Claims, see section XI.C.1.C— "Priority Tax Claims" of the Debtors' Disclosure Statement.

Priority Non-Tax Claims

The Debtors' Recovery Analysis includes an estimate of $3 million for employee related Priority Non-Tax Claims.

Secured Claims

For the purposes of the Debtors' Recovery Analysis, cash flows from encumbered assets have been included, with an offsetting secured claim, as they will continue to be collected for the benefit of secured creditors. Any Cash received from the disposition of assets subject to a security agreement will be subject to the lien of such secured creditor.

General Unsecured Claims

The Debtors estimate that the amount of Allowed Claims (other than Guarantee Claims), will approximately equal the liabilities on books and records of the applicable Debtor as of the applicable Commencement Date, as set forth on the Debtors' balance sheets as of June 30, 2010, annexed as Exhibit 2B. Certain material adjustments were made to include liabilities not reflected on the books and records, including liabilities related to terminated Derivative

Contracts, certain repurchase agreements and Claims based on repurchase or indemnification obligations related to the sales of residential mortgage loans.

The Trustees of the Lehman Brothers Pension Scheme (the "UK Pension Scheme") and the Board of the Pension Protection Fund (together with the Trustees of the UK Pension Scheme, the "UK Pension Claimants") have filed contingent, unliquidated proofs of claim (the "UK Pension Claims") against LBHI and certain other Debtors in these Chapter 11 Cases.[1] For the purpose of estimating claims, but for no other purpose, the UK Pension Claims have been included in the pool of general unsecured claims in LBHI's Chapter 11 Case at the estimated amount of £148M, representing the last official calculation by the UK Pension Scheme's actuaries. For the basis of liability, the UK Pension Claims cite, among other things, certain regulatory actions which may be commenced by The Pensions Regulator of the United Kingdom (the "UK Pensions Regulator").[2] Since the filing of the UK Pension Claims, LBHI and certain of its foreign Affiliates have been subject to one such regulatory action; a Determination Notice has been issued stating the intention to subsequently issue a Financial Support Direction ("FSD"), which requires those companies to seek approval of and implement an arrangement to provide financial support to the UK Pension Scheme. If LBHI or any of its affiliates subject to the FSD do not comply with the FSD, they may be issued a Contribution Notice ("CN") by the UK Pensions Regulator, which constitutes a claim against each such company. However, the UK Pensions Regulator and the UK Pension Claimants have entered into a Bankruptcy Court-ordered stipulation with LBHI whereby they will not take any enforcement action against LBHI without abiding by certain notice or hearing requirements. Two separate appeals relating to the FSD and the CN process are currently pending in the UK.

Subordinated Unsecured Claims

Subordinated Unsecured Claims include Claims against LBHI in respect of Notes subordinated to senior bonds and certain other creditors in accordance with the terms of the underlying agreements. The Debtors' Liquidation Analysis assumes that such agreements are generally enforced in accordance with their terms. The Debtors' Liquidation Analysis includes Intercompany Claims and Affiliate Guarantee Claims of LBT and LBS in Classes 4A and 4B, respectively. The Debtors' Recovery Analysis takes into account Claims filed against the Debtors in respect of Subordinated Notes in the amount set forth on LBHI's balance sheets.

Intercompany Claims

The Debtors' Recovery Analysis assumes that all Intercompany Claims are recognized in the amounts set forth on the balance sheets as of the applicable Commencement Date. The material Intercompany Balances are set forth on Exhibit 8 of the Debtors' Plan. For purposes of the Debtors' Recovery Analysis, these balances are subject to reconciliation, adjustment and the effect of certain Plan provisions, and have been netted to reflect the set-off of mutual debts (i.e., pre-petition debts against pre-petition debts, post-petition against post-petition). With respect to

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1 The other Debtors are BNC, CES, CES V, CES IX, East Dover, LB 745, LB 2080, LBCC, LBCS, LBDP, LBFP, LB Rose Ranch, LBSF, LCPI, LS Finance, LOTC, LUXCO, PAMI, and SASCO.

2 The UK Pension Claims only cite the regulatory actions described herein for the basis of liability, but no such regulatory actions have been taken in the United Kingdom against the other Debtors.

Affiliate Guarantee Claims, the Recovery Analysis reduces such Claims to take into account the risk to such claimants of numerous issues, including (i) substantive consolidation and (ii) the enforceability of the underlying Guarantee.

Intercompany payables consist of Derivative Contracts recorded at fair value in the Debtors' records as of September 14, 2008, or the applicable termination date, intercompany payables derived from financings which are reflected net of collateral inventory and normal course intercompany funding.

Any intercompany transactions that occurred on or after the Commencement Date are treated as Administrative Claims. In accordance with the terms of the Debtors Plan, setoff of Intercompany Claims is calculated based on the Allowed amount of such Claims.

LBHI as the current holder of the note issued by the RACERS MM Trust and therefore is the indirect beneficiary of any distributions from the RACERS A Trust to the RACERS MM Trust. As a result, the Claim filed by the RACERS A Trust against LBHI is excluded from the Class of Third Party Guarantee Claims as such a Distribution by LBHI and indirect benefit to LBHI would be circular. In addition, as a result of LBHI's interest in the RACERS notes, the Claims filed against LCPI and LBSF by the RACERS Trusts have been classified as Intercompany Claims.

Consolidated Guarantee Claims

Pursuant to the Plan, under the "All Classes Accept" recoveries, Consolidated Guarantee Claims are included at 25% of the Estimated Allowed Claim amount as described in the Disclosure Statement.

Non-Consolidated Guarantee Claims

Pursuant to the Plan, under the "All Classes Accept" recoveries, Non-Consolidated Guarantee Claims are included at 70% of the Estimated Allowed Claim amount as described in the Disclosure Statement except for LBT, which is included at 50% with an additional 50% reallocated to holders of Allowed Senior Unsecured Claims, Allowed General Unsecured Claims, and Allowed Subordinated Unsecured Claims.

LEHMAN BROTHERS HOLDINGS INC.

Plan Recovery Analysis
Summary Comparison of Ad Hoc Plan vs. Debtors' Plan
Summary Comparison of Plan Estimated Claims – Debtors' Plan vs. Ad Hoc Plan
Detail Claims Analysis for Ad Hoc Plan Selected Classes
Summary Comparison of Net Distributable Assets – Debtors' Plan vs. Ad Hoc Plan
Schedule of Inter-Debtor Intercompany Receivable Eliminations in Ad Hoc Plan

The analysis contained herein is based on data, estimates, projections and assumptions made by the Debtors and their current management in the Debtors' Recovery Analysis attached as Exhibit 4 to the Debtors' Disclosure Statement, dated January 25, 2011. The data, estimates, projections and assumptions underlying this analysis have not been independently verified, are qualified in their entirety by the statements contained in the Disclosure Statement, including, without limitation, the statements made on pages 2 through 5 thereof, which are incorporated herein by reference, and actual results may differ materially from those reflected herein.

Exhibit 2 – Recovery Analysis

Lehman Brothers Holdings Inc.

($ in millions)

	Estimated Allowed Claims[1]	Treatment of Estimated Allowed Claims under Ad Hoc Plan	Adjusted Allowed Claims[2]	Estimated Plan Recovery – All Classes Accept – Amount	All Classes Accept – %[3]	All Classes Reject – Amount[4]	All Classes Reject – %[3]	
Class 1 - Priority Non-Tax Claims	3	100.0%	3	3	100.0%	3	100.0%	
Class 2 - Secured Claims	3,301	100.0%	3,301	3,301	100.0%	3,301	100.0%	
Class 3 - Senior Unsecured Claims[5]	83,582	100.0%	83,582	21,235	25.4%	20,436	24.4%	
Class 4 - General Unsecured Claims[5]	12,281	100.0%	12,281	2,776	22.6%	9,404	21.7%	6
Classes 5A - 5C - Subordinated Classes 5A, 5B, 5C Unsecured Claims[7]	15,264	100.0%	15,264	-	0.0%	-	0.0%	
Class 6A - 6n - Subsidiary Unsecured Claims	31,093	115.0%	35,757	6,954	22.4%	6,735	21.7%	
Class 7A - 7n - Consolidated Third-Party Guarantee Claims	25,153	25.0%	6,288	1,223	4.9%	-	0.0%	
Classes 8A - 8n - Senior Non-Consolidated Third-Party Guarantee Claims[8]	Unknown	70.0%	Unknown	2,273	13.6%	3,966	Unknown	
Classes 9A - 9n - General Non-Consolidated Third-Party Guarantee Claims[9]	Unknown	70.0%	Unknown	138	13.6%	220	Unknown	
Class 10 - Senior Non-Consolidated Intercompany Claims[10]	Unknown	100.0%	Unknown	4,990	22.2%	5,484	Unknown	
Class 11 - General Non-Consolidated Intercompany Claims[11]	Unknown	100.0%	Unknown	2,114	19.4%	2,355	Unknown	
Class 12 - Senior Non-Consolidated Affiliate Guarantee Claims[12]	Unknown	100.0%	Unknown	-	22.2%	-	Unknown	
Class 13 - General Non-Consolidated Affiliate Guarantee Claims[12]	Unknown	100.0%	Unknown	-	19.4%	-	Unknown	
Class 14A - LBT Intercompany Claims	33,170	100.0%	33,170	6,451	19.4%	-	0.0%	
Class 14B - LBSN Intercompany Claims	5,250	100.0%	5,250	1,021	19.4%	-	0.0%	
Class 15A - LBT Third-Party Guarantee Claims	30,172	100.0%	30,172	2,934	9.7%	-	0.0%	
Class 15B - LBSN Third-Party Guarantee Claims	965	100.0%	965	94	9.7%	-	0.0%	
Class 16A - 16n - Designated Non-Debtor Affiliate Intercompany Claims[13]	Unknown	100.0%	Unknown	1,495	19.4%	-	0.0%	
Class 17A - 17n - Senior Designated Non-Debtor Affiliate Third-Party Guarantee Claims[14]	Unknown	70.0%	Unknown	218	13.6%	-	0.0%	
Class 18A - 18n - General Designated Non-Debtor Affiliate Third-Party Guarantee Claims[15]	Unknown	70.0%	Unknown	2,191	13.6%	-	-	
Class 19 - Section 510(b) Claims	-	-	-	-	-	-	-	
Class 20 - Equity Interests	-	-	-	-	-		-	

Notes

1 "Estimated Allowed Claims" means the Debtors' estimate of Allowed Claims per the Debtors' Plan and Disclosure Statement, with the following adjustments: 1) Disallowance of Consolidated Intercompany Claims due to substantive consolidation, 2) Affiliate Guarantee Claims of consolidated Affiliates merge out of existence due to substantive consolidation, and 3) Affiliate Guarantee Claims of non-consolidated Affiliates that are not purported guarantees of a specific transaction that an Affiliate entered in to with another, non-consolidated Affiliate are disallowed.

2 Adjusted Allowed Claims is calculated by multiplying Estimated Allowed Claims by Treatment of Estimated Allowed Claims under Ad Hoc Plan.

3 Estimated recovery as a percentage of Estimated Allowed Claims.

4 Recovery amounts as per Exhibit 3, Liquidation Analysis.

5 The Plan contemplates the waiver of certain litigation rights in the event certain Classes of Claims vote to accept the Plan. In the event that such Classes vote to reject the Plan, the Plan Proponents believe that recoveries for Classes 3 and 4 would be higher than as indicated herein as a consequence of the enforcement of such litigation rights. For the purposes of preparing the recovery analysis, the Plan Proponents have not included the benefits that may be derived from the enforcement of litigation rights. For illustrative purposes only, however, if the Claims in Classes 8, 9, 10 and 11 were reduced by 30 percent as a consequence of litigation, the recoveries for Class 3 and Class 4 would increase to 26.5% and 23.2%, respectively.

6 Recovery amount if all Classes reject includes recovery on $30,172 of general unsecured claims at LBT and $965mm of general unsecured claims at LBSN, which are consolidated via substantive consolidation should the LBT or LBSN creditors, respectively, reject the Plan.

7 Any amounts allocated to LBHI Class 5A are reallocated to LBHI Classes 3 and 10; any amounts allocated to LBHI Class 5B are reallocated to LBHI Classes 3, 8, 10, and 12; any amounts allocated to LBHI Class 5C are reallocated to LBHI Classes 3, 5A, 5B, 8, 10, and 12.

8 Class 8 recoveries are based on Estimated Allowed Claims of $16,698; however, should Class 8 reject the Plan, the Plan Proponents anticipate that the actual amount of Allowed Claims in such rejecting Class will be reduced through litigation.

9 Class 9 recoveries are based on Estimated Allowed Claims of $1,017; however, should Class 9 reject the Plan, the Plan Proponents anticipate that the actual amount of Allowed Claims in such rejecting Class will be reduced through litigation.

10 Class 10 includes pre-petition Intercompany Claims. Post-petition Intercompany Claims are Administrative Expense Claims. Recoveries are based on Estimated Allowed Claims of $22,430; however, should Class 10 reject the Plan, the Plan Proponents anticipate that the actual amount of Allowed Claims in such rejecting Class will be reduced through litigation.

11 Class 11 includes pre-petition Intercompany Claims. Post-petition Intercompany Claims are Administrative Expense Claims. Recoveries are based on Estimated Allowed Claims of $10,871; however, should Class 11 reject the Plan, the Plan Proponents anticipate that the actual amount of Allowed Claims in such rejecting Class will be reduced through litigation.

12 Affiliate Guarantee Claims based on Primary Claims for which the Primary Obligor is a Consolidated Debtor, Designated Non-Debtor Affiliate, LBT or LBSN will merge out of existence to the extent that such Primary Obligor is substantively consolidated pursuant to the Plan. In any event, for the purpose of this Recovery Analysis, the Plan Proponents estimate that there will be no Allowed Claims in Class 12 and Class 13.

13 Class 16 recoveries are based on Estimated Allowed Claims of $7,688.

14 Class 17 recoveries are based on Estimated Allowed Claims of $1,600.

15 Class 18 recoveries are based on Estimated Allowed Claims of $16,092.

Exhibit 2 - Summary Comparison of Amended Ad Hoc Plan vs. Amended Debtors' Plan
Lehman Brothers Holdings Inc.
($ in millions)

	Estimated Ad Hoc Plan Recovery Assuming All Classes Accept[1]	Estimated Amended Debtors Plan Recovery
	%[2]	%[2]
Senior Claims against LBHI	25.4%	21.4%
General Unsecured Claims against LBHI	22.6%	19.8%
Claims against a Subsidiary Debtor with a Guarantee from LBHI[3]		
LBSF	27.2%	34.3%
LBCS	27.2%	62.2%
LBCC	27.2%	42.7%
LOTC	27.2%	41.4%
LBDP	27.2%	100.0%
LCPI	27.2%	64.8%
All Other Debtor Controlled Affiliates	27.2%	12.8%
Guarantee Claim only where Primary Claim is against a Foreign Affiliate other than LBT or LBSN		
LBIE	13.6%	12.1%
Lehman Brothers Limited	13.6%	12.9%
Bankhaus	13.6%	12.9%
LBF	13.6%	12.0%
Lehman Brothers Japan	13.6%	12.2%
Lehman Brothers Holdings Japan	13.6%	12.9%
Sunrise	13.6%	12.9%
LBCCA	13.6%	12.1%
LBI	13.6%	12.9%
LBAH	13.6%	12.9%
Miscellaneous	13.6%	12.8%
Claims of Foreign Affiliates other than LBT and LBSN[4]	21.0%	23.1%
Claims of LBT	19.4%	15.0%
Claims of LBSN	19.4%	15.0%
Guarantee Claim only where Primary Claim is against LBT	9.7%	11.2%
Guarantee Claim only where Primary Claim is against LBSN	9.7%	11.2%

Notes

1 Estimated recoveries have been calculated using only publicly available information from the Debtors Amended Plan and Disclosure Statement.

2 Estimated recovery as a percentage of Estimated Allowed Claims.

3 Estimated recovery rates are calculated as if the Estimated Primary Claims and corresponding Guarantee Claims are Allowed in the same amount. To the extent the Allowed Amounts differ, the recovery may change.

4 Estimated Amended Debtors Plan Recovery as shown represents the average recovery of all Intercompany Claims of Foreign Affiliates against the Debtors. The actual recovery may be greater or lesser depending upon which Debtor is the obligor of such Claim.

Exhibit 2 - Summary Comparison of Plan Estimated Claims – Debtors' Plan vs. Ad Hoc Plan
Lehman Brothers Holdings Inc.
($ in millions)

Debtors' Amended Plan and Disclosure Statement			Ad Hoc Group Amended Plan and Disclosure Statement			
Class[1]		Plan Estimated Claims ($)[2]	Class[3]		Plan Estimated Claims ($)	Variance ($)
1	Priority Non-Tax Claims	3	1	Priority Non-Tax Claims	3	-
2	Secured Claims	3,301	2	Secured Claims	3,301	-
3	Senior Unsecured Claims	83,582	3	Senior Unsecured Claims	83,582	-
3	Derivative Claims	27,005	4	General Unsecured Claims	12,281	
3 - 4	General Unsecured Claims	4,096	6	Subsidiary Unsecured Claims	31,093	
7	General Unsecured Claims	12,281				
	Subtotal - General Unsecured Claims	*43,382*		*Subtotal - General Unsecured Claims*	*43,374*	*(8)* [4]
10A	Subordinated Class 10A Claims	3,393	5A	Subordinated Unsecured Class 5A Claims	3,393	
10B	Subordinated Class 10B Claims	10,368	5B	Subordinated Unsecured Class 5B Claims	10,368	
10C	Subordinated Class 10C Claims	1,503	5C	Subordinated Unsecured Class 5C Claims	1,503	
	Subtotal - Subordinated Unsecured Claims	*15,264*		*Subtotal - General Unsecured Claims*	*15,264*	-
4A	Senior Intercompany Claims	12,689	10	Senior Non-Consolidated Intercompany Claims	22,430	
4A - 5A	Intercompany Claims of LBHI	51,260	11	General Non-Consolidated Intercompany Claims	10,871	
4B - 5B	Intercompany Claims of Participating Subsidiary Debtors / Affiliates other than LBHI	2,885	14A	LBT Intercompany Claims	33,170	
5C	Intercompany Claims of Affiliates other than Participating Debtors	6,106	14B	LBSN Intercompany Claims	5,250	
8A	Intercompany Claims	38,430	16	Designated Non-Debtor Affiliate Intercompany Claims	7,688	
	Subtotal - Intercompany Claims	*111,370*		*Subtotal - Intercompany Claims*	*79,409*	(31,961) [5]
5A	Senior Third-Party Guarantee Claims	21,174	7	Consolidated Third-Party Guarantee Claims	25,153	
5B	Senior Third-Party LBT/LBSN Guarantee Claims	31,137	8	Senior Non-Consolidated Third-Party Guarantee Claims	16,698	
9	Derivative Guarantee Claims	39,386	9	General Non-Consolidated Third-Party Guarantee Claims	1,017	
			15A	LBT Third-Party Guarantee Claims	30,172	
			15B	LBSN Third-Party Guarantee Claims	965	
			17	Senior Designated Non-Debtor Affiliate Third-Party G'tee Claims	1,600	
			18	General Designated Non-Debtor Affiliate Third-Party G'tee Claims	16,092	
	Subtotal - Third Party Guarantee Claims	*91,697*		*Subtotal - Third Party Guarantee Claims*	*91,697*	-
4B	Senior Affiliate Guarantee Claims	10,589		Affiliate Guarantee Claims	-	
8B	Affiliate Guarantee Claims	1,654				
	Subtotal - Affiliate Guarantee Claims	*12,243*		*Subtotal - Affiliate Guarantee Claims*	-	(12,243) [6]
	Section 510(b) Claims	-	19	Section 510(b) Claims	-	-
	Equity Interests	-	20	Equity Interests	-	-

Notes

1 Class categorizations correspond to class categorizations for LBHI in the Debtors' Amended Plan and Disclosure Statement.

2 Plan Estimated Claims under the Debtors' Amended Plan is the sum of all Plan Estimated Claims for each of the various Debtors included in the Debtors' Plan and Disclosure Statement.

3 Class categorizations correspond to class categorizations in the Amended Ad Hoc Group Plan and Disclosure Statement.

4 The decline in General Unsecured Claims is due to the non-inclusion of Somerset in the Ad Hoc Group Plan.

5 The decline in Intercompany Claims is due to the elimination of $42,534 in Intercompany Claims between and among the Debtors due to substantive consolidation, offset by Affiliate Guarantee Claim set-offs and other adjustments. Those set-offs and other adjustments have not been made public by the Debtor and, as such, has not been included in the Ad Hoc Recovery Analysis.

6 Affiliate Guarantee Claims of consolidated Affiliates merge out of existence in the Ad Hoc Plan due to substantive consolidation. Affiliate Guarantee Claims of non-consolidated Affiliates that are not purported guarantees of a specific transaction that an Affiliate entered in to with another, non-consolidated Affiliate are disallowed in the Ad Hoc Plan.

Exhibit 2 – Detail Claims Analysis for Amended Ad Hoc Plan Selected Classes

Lehman Brothers Holdings Inc.

($ in millions)

Class		Primary Obligor	Claim
6	Subsidiary Unsecured Claims[1]	LCPI	$ 2,957
		LBCS	2,135
		LBSF	24,303
		LOTC	567
		LBCC	771
		LBDP	78
		LBFP	63
		Sasco	165
		Miscellaneous	54
7	Consolidated Third Party Guarantee Claims[2]	LBSF	20,292
		LBCS	2,058
		LBCC	468
		LOTC	319
		LCPI	1,125
		All other Debtor-Controlled Affiliates	891
8	Senior Non-Consolidated Third Party Guarantee Claims[3]	LBL	664
		LBB	12,528
		LBJ	82
		LBHJ	1,365
		Sunrise	831
		LBCCA	36
		LBI	798
		Miscellaneous	394
9	General Non-Consolidated Third Party Guarantee Claims[3]	LBB	163
		LBJ	277
		LBCCA	503
		LBI	10
		Miscellaneous	64
11	General Non-Consolidated Intercompany Claims[4]	LCPI	8,585
		LBCS	11
		LBSF	962
		LOTC	414
		LBCC	261
		LBDP	10
		LBFP	1
		CES	1
		LUXCO	593
		LB 2080	31
		Miscellaneous	2
16	Designated Non-Debtor Affiliate Intercompany Claims[5]	LBHI	7,027
		LBSF	452
		LBCS	9
		LBCC	74
		LCPI	230
17	Senior Designated Non-Debtor Affiliate Third Party Guarantee Claim[6]	LBIE	1,536
		LBF	60
		LBAH	4
18	General Designated Non-Debtor Affiliate Third Party Guarantee Claim[6]	LBIE	13,273
		LBF	2,819

Notes

1 Subsidiary Unsecured Claim amounts as per Exhibit 4 in the Debtors' Amended Plan and Disclosure Statement.

2 Consolidated Third Party Guarantee Claims as per Annex B-1 in the Debtors' Amended Plan and Disclosure Statement.

3 Non-Consolidated Third-Party Guarantee Claims as per Annex B-1 in the Debtors' Amended Plan and Disclosure Statement.

4 Non-Consolidated Intercompany Claim amounts as per Annex 8-2 and 8-3, less amounts as included in Classes 10, 14 and 16 of the Ad Hoc Amended Plan.

5 Designated Non-Debtor Affiliate Intercompany Claims as per Annex 8-2 and 8-3.

6 Designated Non-Debtor Affiliate Third Party Guarantee Claims, other than LBAH, as per Annex B-1 in the Debtors' Amended Plan and Disclosure Statement. LBAH Guarantee Claim is estimated at an amount equivalent to the Transaction Guarantee as listed in Annex B-3 of the Debtors' Plan.

Exhibit 2 – Summary Comparison of Net Distributable Assets – Debtors' Amended Plan vs. Ad Hoc Amended Plan
Lehman Brothers Holdings Inc.
($ in millions)

Debtors' Amended Plan and Disclosure Statement		Ad Hoc Group Amended Plan and Disclosure Statement		
Asset	**Value ($)**[1]	**Asset**	**Value ($)**[2]	**Variance ($)**
Cash & Cash Equivalents	14,322	Cash & Cash Equivalents	14,322	-
Restricted Cash	3,602	Restricted Cash	3,602	-
Financial Instruments & Other Inventory		Financial Instruments & Other Inventory		
Real Estate	8,604	Real Estate	8,604	-
Loans	4,832	Loans	4,832	-
Principal Investments	2,806	Principal Investments	2,806	-
Derivatives & Other Contracts	5,410	Derivatives & Other Contracts	5,385	(25) [3]
Other Assets	2,837	Other Assets	2,837	-
Operating Asset Recoveries	**42,413**	**Operating Asset Recoveries**	**42,388**	
Intercompany Receivables	38,008	Intercompany Receivables	21,258	(16,750) [4]
Equity Interests in Affiliates	3,269	Equity Interests in Affiliates	3,269	-
Recovery on Affiliate Guarantee	7	Recovery on Affiliate Guarantee	-	(7) [5]
TOTAL ASSETS	**83,697**	**TOTAL ASSETS**	**66,915**	
Estate Expenses		Estate Expenses		
Operating Expenses	(2,264)	Operating Expenses	(2,262)	2 [3]
Post-Petition Payables	(2,427)	Post-Petition Payables	(2,427)	-
Admin Claims & Other	(2,814)	Admin Claims & Other	(2,814)	-
NET DISTRIBUTABLE ASSETS	**76,192**	**NET DISTRIBUTABLE ASSETS**	**59,412**	

Notes

1 Asset values under the Debtors' Amended Plan is the sum of all Plan asset values for each of the various Debtors included in the Debtors' Amended Plan and Disclosure Statement.

2 Asset values under the Ad Hoc Group's Amended Plan are based on asset values under the Debtors' Amended Plan, adjusted to conform with the terms of the Plan Proponents' proposed Plan.

3 The decline in Derivatives & Other Contracts, Equity Interests in Affiliates, and Post-Petition Payables is due to the non-inclusion of Merit LLC in the Ad Hoc Group's Plan.

4 The decline in Intercompany Receivables is due to the elimination of Inter-Debtor Intercompany recoveries due to substantive consolidation of ($16,750) (see page 2-16). The remaining Intercompany Receivables assume that the Designated Non-Debtor Affiliates, LBT, and LBSN vote to accept the Plan, and that such Designated Non-Debtor Designated Affiliates, LBT, and LBSN are therefore not substantively consolidated.

5 Affiliate Guarantee Claims of consolidated Affiliates merge out of existence in the Ad Hoc Plan due to substantive consolidation. Affiliate Guarantee Claims of non-consolidated Affiliates that are not purported guarantees of a specific transaction that an Affiliate entered in to with another, non-consolidated Affiliate are disallowed in the Ad Hoc Plan.

Exhibit 2 – Schedule of Inter-Debtor Intercompany Receivable Eliminations in Ad Hoc Amended Plan

Lehman Brothers Holdings Inc.
($ in millions)

Debtor	Intercompany Receivable Balance[1]	Primary Obligor	Adjusted Intercompany Recovery Rate at Primary Obligor under Debtors' Plan[2]	Hypothetical Asset Value of Intercompany Receivable Balance Eliminated as a Consequence of Substantive Consolidation under Plan Proponents' Amended Plan[3]
LBHI	18,611	LBSF	25.1%	4,674
LBHI	18,372	LCPI	52.4%	9,625
LBHI	1,851	LBCS	45.9%	850
LBHI	390	LBCC	33.2%	130
LBHI	588	SASCO	42.2%	248
LBHI	444	LOTC	25.8%	114
LCPI	434	LBCC	33.2%	144
LBCS	407	LBSF	25.1%	102
SASCO	613	LCPI	52.4%	321
Other[4]	821	Various	65.9% [5]	541
Total	42,531			16,750 [6]

Notes

1 Intercompany receivable balances as per the Debtors' First Amended Plan and Disclosure Statement, Annex 8-1.
2 Intercompany recovery at Primary Obligor recalculated using information as per the Debtors' Amended Plan and Disclosure Statement, Exhibit 4 and Annex 8-1.
3 Recovery on Intercompany Receivable balance eliminated via substantive consolidation is calculated by multiplying the intercompany receivable balance at the Primary Obligor by the intercompany recovery rate at that Primary Obligor.
4 "Other" is comprised of approximately 20 intercompany receivable balances at various Primary Obligors.
5 The intercompany recovery rate on the "Other" balances is a blended rate of recoveries at the various Primary Obligors.
6 See page 2-15, footnote 4.